

MANWELL & WES

ATTORNEYS AT LAW

CITICORP CENTER

ONE SANSOME STREET

14TH FLOOR

SAN FRANCISCO, CALIFORNIA 94104

RECORDATION NO

16279

FILED 1425

APR 10 1989 - 11 05 AM

INTERSTATE COMMERCE COMMISSION

TELEPHONE
(415) 362-2375

TELECOPY
(415) 362-1010

April 7, 1989

VIA FEDERAL EXPRESS

Ms. Noreta R. McGee
Secretary of the Interstate
Commerce Commission
Washington, D.C. 20423

9-100A00200 Washington, D.C.

Dear Ms. McGee:

Enclosed please find, for filing and recordation pursuant to Section 11303 of Title 49 of the United States Code and the regulations promulgated thereunder, five fully executed copies of a Memorandum of Lease of Railroad Equipment relating to certain railroad rolling stock as described herein.

I. Document: Memorandum of Lease of Railroad Equipment dated as of January 31, 1989. This document is a primary document and has not been previously filed.

A. Parties: Lessor: IBJ Schroder Leasing Corporation
Lessee: Rinker Materials Corporation

B. Addresses: Lessor: One State Street
New York, New York 10004
Attn: Gerard D. Cannie
Vice President - Operations

Lessee: 1501 Belvedere Road
West Palm Beach, Florida 33406
Attn: Laurence C. Freedman
President - South Region

C. Equipment: Twelve (12) 2300 cubic foot capacity 100-ton open top hopper cars bearing road numbers KAIX 2000-2011.

Please cross-index the Memorandum of Lease with the following document:

Recordation No. 16213, Bill of Sale dated February 14, 1989 by The CIT Group/Equipment Financing, Inc. in favor of Lessor.

Enclosed is a check of this firm in the amount of \$26.00 to cover the filing fee for the primary document (\$13.00) and the cross-indexing (\$13.00).

MOTOR OPERATING UNIT

APR 10 10 53 AM '89

Noreta R. McGee
April 7, 1989
Page Two

A short summary of the document to appear in the Index is as follows:

Memorandum of Lease of Railroad Equipment covering among other things twelve (12) 2300 cubic foot capacity 100-ton open top hopper cars, Road Numbers KAIX 2000-2011.

Once the filing has been made, please return the stamped copies of the documents not required for filing purposes, together with the fee receipt, the letter from the ICC acknowledging the filing, and the two extra copies of this letter of transmittal.

The undersigned certifies that she is acting as special counsel to IBJ Schroder Leasing Corporation for purposes of this filing and that she has knowledge of the matters set forth in the above described documents.

Sincerely,



L. Celeste H. Blumer ✓

Enclosures

LCHB:jt

MEMORANDUM OF LEASE
OF RAILROAD EQUIPMENT


RECORDATION NO **16279** FILED 1423
APR 10 1989 - 11 05 AM
INTERSTATE COMMERCE COMMISSION

THIS MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT is intended to evidence the Lease of Railroad Equipment, dated as of January 31, 1989 (the "Lease") between IBJ Schroder Leasing Corporation, a New York corporation (the "Lessor") and Rinker Materials Corporation, a Florida corporation (the "Lessee"), for the purposes of satisfying the requirements of recordation with the Interstate Commerce Commission under Section 49 U.S.C. 11303. The Lessor is the owner of twelve (12) 2301 cubic foot capacity 100-ton open top hopper cars more fully described in Annex A hereto (the "Cars"). The Lessee leased from the Lessor all the Cars at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, the Lessor and the Lessee, each pursuant to due authority, have executed this Memorandum of Lease as of this 31st day of January, 1989.

"Lessor"


IBJ SCHRODER LEASING CORPORATION



GERARD D. CANNIE
Vice President - Operations

"Lessee"

RINKER MATERIALS CORPORATION



LAURENCE C. FREEDMAN
President, South Region

Accepted:

RMC HOLDINGS (USA) LTD.
(Guarantor)



LAURENCE C. FREEDMAN
Vice President

ANNEX A
TO
MEMORANDUM OF LEASE
OF RAILROAD EQUIPMENT
DATED AS OF JANUARY 31, 1989

Equipment Description

Road Numbers

Twelve (12)
2301 cubic foot capacity
100-ton open top hopper cars.

KAIX 2000-2011

Old Car Number

New Car Number

SP 464543
 464551
 464659
 464292
 464548
 464594
 464770
 464733
 464123
 464207
 464614
 464759

KAIX 2000
 2001
 2002
 2003
 2004
 2005
 2006
 2007
 2008
 2009
 2010
 2011

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 28th day of February, 1989, before me personally appeared Gerard D. Cannie, to me personally known, who, being by me duly sworn, says that he is Vice President of IBJ SCHRODER LEASING CORPORATION, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

HELEN B. EMMERICH
NOTARY PUBLIC, State of New York
No. 41-4855608
Qualified in Queens County
Certificate Filed in New York County
Commission Expires March 31, 1990

Helen B. Emmerich
Notary Public

My Commission Expires:

[SEAL]

STATE OF FLORIDA)
) ss.:
COUNTY OF PALM BEACH)

On this 31st day of January, 1989, before me personally appeared Laurence C. Freedman, to me personally known, who, being by me duly sworn, says that he is a President, South Region of RINKER MATERIALS CORPORATION, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Laurence C. Freedman
Notary Public

NOTARY PUBLIC, STATE OF FLORIDA
MY COMMISSION EXPIRES: SEPT. 27, 1992.
BONDED THRU NOTARY PUBLIC UNDERWRITERS

[SEAL]

STATE OF FLORIDA)
) ss.:
COUNTY OF PALM BEACH)

On this 31st day of January , 1989, before me personally appeared Laurence C. Freedman, to me personally known, who, being by me duly sworn, says that he is Vice President of RMC HOLDINGS (USA) LTD., that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Debra K. Luby
Notary Public

My Commission Expires:

NOTARY PUBLIC, STATE OF FLORIDA.
MY COMMISSION EXPIRES: SEPT. 27, 1992.
~~BONDED THRU NOTARY PUBLIC UNDERWRITERS.~~

[SEAL]